

Woods Oviatt Gilman LLP

Attorneys
700 Crossroads Building
2 State Street
Rochester, New York 14614

Tel: 585.987.2800
Fax: 585.454.3968
www.woodsoviatt.com

RECORDATION NO. 23324-D FILED
APR 19 '04 2-22 PM

SURFACE TRANSPORTATION BOARD

Writer's Direct Dial Number: 585.987.2886
Email: abarney@woodsoviatt.com

April 12, 2004

Secretary, Surface Transportation Board
Washington, DC 20423

Re: American Rock Salt Company LLC

Dear Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is an original and four certified copies of a Termination of Security Agreement, dated as of April 5, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement filed with the Board on January 11, 2001 under Recordation Number 23324 and terminates the Memorandum of Security Agreement filed on January 11, 2001 under Recordation Number 23324-B.

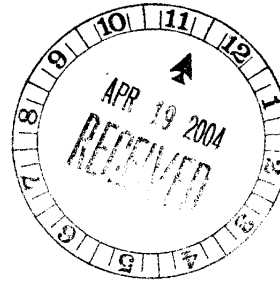
The names and addresses of the parties to the enclosed document are:

Debtor:	American Rock Salt Company LLC 3846 Retsof Road Retsof, New York 14389
Collateral Agent:	Landesbank Hessen-Thuringen Girozentrale 420 Fifth Avenue New York, New York 10018-2729
Project Agent:	General Electric Capital Corporation 120 Long Ridge Road Stamford, CT 06927

A description of the railroad equipment covered by the enclosed document is:

600 covered hopper cars GNWR 5000 - GNWR 5599

A short summary of the document to appear in the index is as follows:



April 12, 2004

Page 2

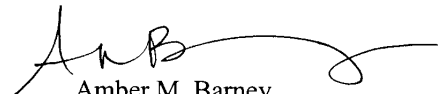
Termination of Security Agreement among American Rock Salt Company LLC, Debtor, Landesbank Hessen-Thuringen Girozentrale, Collateral Agent and General Electric Capital Corporation, Project Agent, covering 600 covered hopper cars GNWR 5000 – GNWR 5599 filed on January 11, 2001 under Recordation Number 23324-B.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Please return stamped copies of the enclosed documents to the undersigned in the prepaid envelope enclosed.

Very truly yours,

WOODS OVIATT GILMAN LLP



Amber M. Barney

AMB/eas
encs.

TERMINATION OF SECURITY AGREEMENT dated as of April 5, 2004,
by:

AMERICAN ROCK SALT COMPANY LLC, is a New York limited liability company and "Debtor" under that certain Amended and Restated Loan Agreement referred to in the Security Agreement dated as of September 27, 1999 between American Rock Salt Company LLC, as Debtor, Landesbank Hessen-Thüringen Girozentrale, as Collateral Agent and General Electric Capital Corporation, as Project Agent ("*Amended and Restated Loan Agreement*").

Pursuant to the terms of Amendment No. 13 to the Amended and Restated Loan Agreement, the Debtor has fulfilled each of its obligations to Landesbank Hessen-Thüringen Girozentrale, as Collateral Agent, General Electric Capital Corporation, as Project Agent, and each and every other lender that is a party to the Amended and Restated Loan Agreement, including but not limited to the payment of all amounts due to Landesbank Hessen-Thüringen Girozentrale, as Collateral Agent and General Electric Capital Corporation, as Project Agent, and all other lenders that are a party to the Amended and Restated Loan Agreement, with all amounts paid being described with particularity in Amendment No. 13 to the Amended and Restated Loan Agreement.

Accordingly, the Debtor hereby requests that the Surface Transportation Board terminate the Memorandum of Security Agreement dated December 11, 2000, and a secondary document, filed with the Surface Transportation Board on January 11, 2001 under Recordation Number 23324-B.

This instrument or copies thereof may be filed or recorded in any public office.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed by its duly authorized officers.

AMERICAN ROCK SALT COMPANY LLC

RECORDATION NO. 23324-D FILED

APR 19 '04

2-22 PM

SURFACE TRANSPORTATION BOARD

By: 

Name: Gunther K. Buerman

Title: Vice Chair

STATE OF NEW YORK)
) ss.:
COUNTY OF MONROE)

On the 5th day of April, 2004, before me, personally appeared Gunther K. Buerman personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Harold M. Carter, Jr.
Notary Public

HAROLD M. CARTER, JR.
Notary Public for the State of New York
MONROE COUNTY
Commission Expires ~~March 30, 2004~~
Nov. 30, 2004